



ITFL/SEC/2019-20/SEP/07

30th September, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

Scrip Code - 533329

NSE Symbol: INDTERRAIN

Dear Sir/Madam,

Sub.: Summary of proceedings of 10th Annual General Meeting held on 30th September, 2019
Ref.: Reg.30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015

This is to inform that the 10th Annual General Meeting (AGM) of the Company was held today i.e., 30th September, 2019 at 11.30 a.m. for the businesses mentioned in notice of AGM dated 13th August, 2019. In this regard, please find enclosed summary of proceedings of the Annual General Meeting.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

Ravi B.S.G
Company Secretary & Compliance Officer



Encl: a/a

INDIAN TERRAIN FASHIONS LIMITED

SDF-IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai - 600 045. Tel : +91-44-4227 9100, Fax : +91-44-2262 2897
Registered Office : No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai - 600 100.

Email ID : response.itfl@indianterrain.com

Website : www.indianterrain.com

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SUMMARY OF PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING (AGM) OF INDIAN TERRAIN FASHIONS LIMITED HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 11.30 A.M. AT SDF-IV & C2, 3RD MAIN ROAD, MEPZ-SEZ, TAMBARAM, CHENNAI – 600045.

DIRECTORS PRESENT:

Mr. Venkatesh Rajagopal	- Chairman (DIN: 00003625)
Mr. Charath Ram Narsimhan	- Managing Director & CEO (DIN: 06497859)
Mr. N. K. Ranganath	- Independent Director (DIN: 00004044) (Chairman – Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee)

AUDITORS PRESENT:

Mr. G. Chella Krishna	- Partner, M/s. SRSV & Associates
Mr. S. Bhaskar, and Mr. K. J. Chandra Mouli	- Partners, M/s. BP & Associates (Secretarial Auditors & Scrutinizer - e-voting & Poll)

IN ATTENDANCE:

Mr. N. Nandakumar	- Chief Financial Officer
Mr. Ravi B.S.G	- Company Secretary

CHAIRMAN:

Mr. Venkatesh Rajagopal, Chairman of the Board chaired the meeting.

Members Present:

37 (Thirty Seven) members attended the meeting and there were no proxies.

At 11.30 a.m., the Chairman commenced the proceedings of the annual general meeting (AGM) by welcoming the members to the 10th AGM of the Company and informed members that as per the provisions of Section 103 of the Companies Act, 2013, the requisite quorum was present and declared the meeting in order.

The Chairman then introduced the Directors and Senior executives present and informed that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189, other Statutory registers under Companies Act, 2013 along with documents mentioned in the Notice of AGM and Proxy Register were available for inspection by members at the venue during the AGM.



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The Chairman further informed that the notice of AGM, Board's report, audited financial statements, Statutory Auditors report and Secretarial Auditors report was already circulated to the members along with the Annual Report and sought the permission of the members to treat them as read since it did not have any qualifications/comments/observations and the same has been agreed by the members.

The Chairman delivered his speech on the overall performance, operations, outlook, strategy and future prospects of the Company.

After the conclusion of his speech, he invited observations/queries on the Company's operations and financial statements from the members. The Chairman, other Directors and Senior Executives of the Company answered to the observations/queries raised by members to their satisfaction. Thereafter, the Chairman thanked the members on behalf of the Company.

The Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of remote e-voting facility to members which commenced on 25th September, 2019 at 09.00 a.m. and ended on 29th September, 2019 at 5.00 p.m. and M/s. BP & Associates, Practicing Company Secretaries, Chennai were appointed as the Scrutinizers by the Board for scrutinizing the e-voting and poll process. He further informed that the Company is also providing voting facility through poll (ballot process) for the members who have not casted their votes through the said e-voting facility.

The Chairman ordered the poll to be conducted on the resolutions 1 to 4 as set out in the notice convening the 10th AGM. The Chairman requested all members, who have not casted their votes through e-voting facility to participate in polling and cast their votes in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2019 and requested the Scrutinizers to distribute the Ballot Paper and the poll was conducted for the following resolutions.

S No.	Particulars	Resolution required (Ordinary/ Special)
1.	To Consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2019 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment.	Ordinary
3.	To appoint M/s. SRSV & Associates, Chartered Accountants, Chennai as statutory auditors of the Company and fix their remuneration.	Ordinary
4.	To re-appoint Mrs. Rama Rajagopal (DIN: 00003565) as Whole Time Director of the Company.	Ordinary



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The members then casted their votes through poll and deposited the same in the ballot box placed at the meeting hall.

The Chairman informed that the combined results of e-voting and poll would be declared on or before 02nd October, 2019 i.e., within 48 hours of conclusion of AGM and authorized Mr. Ravi B.S.G, Company Secretary to declare the said results. The Combined results along with Scrutinizer's report will be uploaded on the Company's website www.indianterrain.com, website of CDSL and on the website of the Stock Exchanges www.nseindia.com and www.bseindia.com.

The Chairman then thanked the members present for their continuous support and confidence in the Company and announced the formal closure of the 10th Annual General Meeting of the Company at 12.25 p.m.

For **INDIAN TERRAIN FASHIONS LIMITED**

Ravi B.S.G
Company Secretary & Compliance Officer



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